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5 **UNITED STATES DISTRICT COURT**
6 **FOR THE NORTHERN DISTRICT OF CALIFORNIA**
7 **SAN FRANCISCO DIVISION**
8

9 IN RE: CATHODE RAY TUBE (CRT)
10 ANTITRUST LITIGATION,

) Case No. 3:07-cv-05944-JST
)
)

) MDL No.: 1917
)
)

11 THIS DOCUMENT RELATES TO:

12 *ALL DIRECT PURCHASER ACTIONS*
13
14
15

) **DECLARATION OF MENGQUAN**
) **GUO IN SUPPORT OF IRICO**
) **DEFENDANTS' MOTIONS TO**
) **DISMISS FOR LACK OF**
) **JURISDICTION**
)
)
)

1 I, Mengquan Guo, declare as follows:

2 本人，郭盟权，特此声明如下：

3 1. I make this declaration in support of Irico Group Corporation (“Irico Group”) and
4 Irico Display Devices Co., Ltd.’s (“Irico Display”) motions to dismiss. I have personal
5 knowledge of the facts set forth herein. If called as a witness, I could and would competently
6 testify to the facts below.
7

8 我做此声明是为了支持彩虹集团公司（以下简称“彩虹集团”）和彩虹显
9 示器件股份有限公司（以下简称“彩虹股份”）的关于管辖权问题的动议。我对本声明
10 所列的事实具有个人认知。如果被要求作证，我能够并且将会胜任地对下述事实作出证
11 明。
12

13 2. From September 1983 to January 1987, I was a technical employee at the
14 state-owned and state-operated Shaanxi Color CRT Central Plant (“4400 Plant”). I engaged in
15 the manufacturing of glass that was used in the production of cathode ray tubes (“CRTs”).
16

17 从 1983 年 9 月到 1987 年 1 月，我是国有和国营的陕西彩色显像管总厂（以
18 下简称“4400 厂”）的一名技术人员。从事生产用于显像管的玻璃。
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20 3. From January 1987 to September 1988, I was an Associate Director of the picture
21 tube manufacturing department of the 4400 Plant. In that role, I was responsible for the oversight
22 of the Plant’s manufacturing of picture tubes.

23 从 1987 年 1 月到 1988 年 9 月，我是 4400 厂玻璃工厂锥车间副主任。在那
24 个职位上，我负责该车间显像管锥玻壳的生产。
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26 4. From September 1988 to January 1990, I was the Director of the picture tube
27 manufacturing department of the 4400 Plant. In that role, I was responsible for the overall
28 management of the manufacturing department.

1 从 1988 年 9 月到 1990 年 1 月，我是 4400 厂玻璃工厂锥车间主任。在那个
2 职位上，我负责该厂生产车间的管理。

3 5. From January 1990 to September 1996, I was the Associate General Manager of
4 the Glass Plant of the 4400 Plant. During this period, the 4400 Plant was owned by Irigo Group.

5 从 1990 年 1 月到 1996 年 9 月，我是 4400 厂玻璃工厂的副厂长。在这期间，
6 该厂是由彩虹集团全资拥有的。

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8 6. From September 1996 to April 2001, I served as the General Manager of the Glass
9 Plant of the 4400 Plant. In that role, I had overall responsibility for the Glass Plant's operations.

10 从 1996 年 9 月到 2001 年 4 月，我是 4400 厂玻璃工厂的厂长。在那个职位
11 上，我对工厂的运营整体负责。

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13 7. From April 2001 to April 2013, I served as the Deputy General Manager of Irigo
14 Group. In this role, my responsibilities included the supply, sales and manufacturing of Irigo
15 Group.

16 从 2001 年 4 月到 2013 年 4 月，我任彩虹集团的副总经理。在那个职位上，
17 我的职责包括公司采购、销售、生产。

18
19 8. From August 2005 to November 2007, I was concurrently employed as the
20 General Manager of Irigo Group Electronics Co. Ltd. ("Irigo Electronics"). In this role, my
21 responsibilities included supervision of the general operation of Irigo Electronics.

22 从 2005 年 8 月到 2007 年 11 月，我同时兼任了彩虹集团电子股份有限公司
23 (以下简称“彩虹电子”)的总经理。在那个职位上，我的职责包括公司整体经营。

24
25 9. From November 2007 to August 2011, I concurrently served as the Deputy
26 Chairman of the Board of Irigo Display. In this role, my responsibilities included assisting the
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1 Chairman of the Board on the supervision of the company's management, and the planning and
2 development of the company.

3 从2007年11月到2011年8月,我同时兼任了彩虹股份董事会的副董事长。
4 在那个职位上,我的职责包括协助董事长监督公司的管理以及公司的规划和发展。

5 10. From April 2013 to April 2016, I served as the General Manager of Irico Group.
6 In this role, my responsibilities included the supervision of the general operation of Irico Group.
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8 从2013年的4月到2016年的4月,我任彩虹集团的总经理。在那个职位上,
9 我的职责包括公司整体经营。

10 11. From June 2013 through 2015, I concurrently served as the Chairman of the
11 Board of Irico Electronics. In this role, my responsibilities included the supervision of the
12 company's management, and the planning and development of the company.
13

14 从2013年6月到2015年,我同时兼任了彩虹电子的董事长。在那个职位上,
15 我的职责包括公司经营班子及发展规划管理。

16 12. From June 2013 to May 2016, I concurrently served as the Chairman of the Board
17 of Irico Display. In this role, my responsibilities included the supervision of the company's
18 management, and the planning and development of the company.
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20 从2013年的6月到2016年的5月,我还同时兼任了彩虹股份的董事长。在
21 那个职位上,我的职责包括公司经营班子及发展规划管理。

22 13. From April 2016 to May 2017, I was the Deputy Chairman of the Board of Irico
23 Group. In this role, my responsibilities included assisting the Chairman of the Board on the
24 supervision of the company's management, the planning and development of the company and
25 other significant matters of the company. I retired in May 2017.
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1 从2016年的4月到2017年的5月，我是彩虹集团的副董事长。在那个职位
2 上，我的职责包括协助董事长对公司经营班子、发展规划及重大事项管理。我于2017年
3 5月退休。

4 14. Irigo Group is a Chinese company with its principal place of business at 1
5 Caihong Rd., Xianyang City, Shaanxi Province, 712021, People's Republic of China.
6

7 彩虹集团是一家中国公司，它的主要营业地位于中国陕西省咸阳市彩虹路
8 1号，邮编712021。

9 15. Irigo Group was established on March 16, 1989, in Xianyang, Shaanxi Province,
10 with the approval of the Chinese Ministry of Machinery and Electronics Industry. Irigo Group
11 was formed out of the wholly state-owned assets of the 4400 Plant and classified as an enterprise
12 owned by the whole people of China.
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14 彩虹集团经中国机械电子工业部的批准于1989年3月16日成立。彩虹集团
15 是在4400厂国有资产的基础上成立，并且被归类为全民所有制企业。
16

17 16. As part of state-directed reform under China's Seventh Five-Year Plan, the
18 Chinese government established Irigo Group to aid in China's national economic development
19 by responding to the need of the Chinese people for color televisions.

20 作为中国国家七五计划的一部分，中国政府建立彩虹集团，从而通过满足
21 人们对彩色电视的需求来促进中国经济的发展。
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23 17. At the time the original complaints were filed in this case in November of 2007,
24 Irigo Group was a state-owned enterprise wholly owned by the State Council, which is the
25 highest body of executive government of the People's Republic of China. Irigo Group was
26 managed directly by the State-owned Assets Supervision and Administration Commission
27 ("SASAC"), a department of the State Council.
28

1 在 2007 年 11 月本案最初的诉状提交的时候，彩虹集团是一个由国务院全
2 资拥有的企业。国务院是中华人民共和国最高行政机构。彩虹集团当时由国务院下属的
3 国有资产监督管理委员会（以下简称“国资委”）直接管理的。

4 18. Irico Group has held the status of a wholly state-owned company under Chinese
5 law from its creation to the present.

6 彩虹集团从成立至今一直保持着中国法下国有独资企业的身份。

7 19. In 2007, Irico Group was subject to the direct management, supervision, and
8 control of SASAC and subject to supervision of other departments of the State Council, including
9 the Ministries of Finance and Personnel.
10

11 在 2007 年，彩虹集团受到国资委的直接管理、监督和控制，并且也受国务
12 院其他部门的监督，包括财政部和人事部。

13 20. As a state-owned enterprise in 2007, Irico Group undertook many public service
14 obligations. For example, Irico Group provided public education, hospitals, and local police, and
15 aided in the development of poor and rural communities that the government assigned to Irico
16 Group. These services were set up in Xianyang, Shaanxi Province. Irico Group provided these
17 services until 2009, when the services were transitioned to the local government pursuant to
18 reform plans approved by SASAC.
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20 在 2007 年作为一个国有企业，彩虹集团承担了很多社会服务职能。例如，
21 彩虹集团提供公共教育、医院和地方警察，而且扶助政府分配的贫困农村的发展。这些
22 社会服务都在陕西省咸阳市提供。彩虹集团一直提供这些社会服务直到 2009 年这些社会
23 服务根据国资委批准的改革方案而转交给了地方政府为止。
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25 21. At all times, Irico Group has received its funding solely from the Chinese
26 government. Specifically, Irico Group was funded by the Ministry of Finance of the Chinese
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1 central government, provincial government, and city governmental entities. All external funding
2 was received from government sources. No funding was ever received from non-governmental
3 sources. The governmental entities provided funding to Irico Group for developmental
4 requirements, including new plant setup, research and development, and technology upgrades.

5 一直以来，彩虹集团都只从中国政府获得财政支持。具体来说，彩虹集团
6 曾经从国家财政部、省级政府和市级政府获得过财政支持。所有的外部财政支持都是从
7 政府来的，没有从非政府渠道获得过。政府机构为彩虹集团提供财政支持是满足它的发
8 展需要，包括建立新工厂，技术研发和技术更新。

10 22. Irico Group's budget was approved annually by SASAC, the Ministry of Finance
11 or the Ministry of Electronics Industry. Its budget consisted of government funds appropriated to
12 Irico Group for various purposes. Irico Group's annual budget, as approved by SASAC, the
13 Ministry of Finance or the Ministry of Electronics Industry, included compilations of the budgets
14 of all of its subsidiaries, including Irico Display.

16 彩虹集团每年的预算都取得了财政部、电子工业部或国资委的批准。它的
17 预算包括政府划拨给彩虹集团的用于各种目的的资金。彩虹集团每年经国资委、财政部
18 或电子工业部批准的预算包含了彩虹集团各个子公司的预算，其中包括彩虹股份的预
19 算。

21 23. All major operating activities, financial policies, and appointment or dismissals of
22 senior executives of Irico Group were directly managed by SASAC. SASAC would send an
23 official notice to appoint and remove any directors or management of Group.

25 彩虹集团所有的主要经营活动、财务政策和高级管理层的任免都由国资委
26 直接管理。国资委直接向彩虹集团发出正式通知来任免其董事或管理层。

1 24. Irico Group and all of its subsidiaries (including Irico Display) needed SASAC's
2 approval for any corporate reforms, restructuring, establishing new subsidiaries, mergers with
3 other companies, public offerings, issuance of new shares, and establishing joint ventures. For
4 example, Irico Group needed SASAC's approval for the formation and initial public offering of
5 Irico Electronics in 2004.

6 彩虹集团和其所有的子公司（包括彩虹股份）需要国资委的批准来从事公
7 司改革、重组、建立新的子公司、与其他公司合并、公开发行股份、增发新股和建立合
8 资企业的活动。例如，彩虹集团需要国资委的批准在 2004 年成立彩虹电子并公开发行其
9 股份。
10

11 25. As another example, Irico Display was in danger of bankruptcy in 2004 due to a
12 precipitous drop in CRT sales. Irico Display's bankruptcy would have had a detrimental impact
13 on the Chinese economy, resulting in the unemployment of numerous workers. To avoid this,
14 SASAC intervened and approved a plan of reorganization by Irico Group that restructured and
15 streamlined Irico Display's operations. The Ministry of Finance supplied funds to support the
16 plan of reorganization, which involved shuttering old manufacturing lines, transferring some
17 employees to other state-owned enterprises, and paying for early retirements. Because of this
18 government intervention, Irico Display was the only CRT manufacturer in China to avoid
19 bankruptcy.
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22 还有一个例子是，在 2004 年彩虹股份由于 CRT 销量的骤减而面临破产的危
23 险。彩虹股份的破产会对中国的经济形成危害性的影响，造成大量工人失业。为了避免
24 这一情况发生，国资委干预并批准了彩虹集团的一个重组方案，用来重组和优化彩虹股
25 份的经营。财政部也为该重组方案提供了资金支持，包括淘汰旧的生产线、把一些员工
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1 转移到其他国有企业和给部分员工支付一定的费用让其提前退休。由于这样的政府干预,
2 彩虹股份是当时中国唯一没有破产的 CRT 生产商。

3 26. From 2002 to 2013, SASAC dispatched supervisory panels to Irigo Group, which
4 were resident in Irigo Group's headquarters. The supervisory panels remained on-site and
5 supervised the execution of Irigo Group's strategic plan, the financial performance of the
6 company, and performance of management, including for issues of ethics and integrity. The
7 supervisory panel would collect this information on Irigo Group's operations and personnel and
8 report it to SASAC.
9

10 从 2002 年到 2013 年, 国资委派遣监事会到彩虹集团, 并驻扎在彩虹集团
11 的总部。监事会一直存在于彩虹集团, 并监督它的发展战略、财务业绩和管理层的表现,
12 包括管理层的道德品质。监事会会收集彩虹集团的经营和人事方面的信息, 并报告给国
13 资委。
14

15 27. Each member of Irigo Group's management team prepared their own annual
16 performance reports and submitted them to SASAC. SASAC determined next year's
17 compensation for each person based on this report, as well as the financial performance of Group.
18 Directors and officers of Irigo Group also had to complete forms to submit to SASAC detailing
19 their social relationships and the condition of their real estate investments and all other
20 investments and assets.
21

22 彩虹集团管理层的每个成员都会准备他们各自的每年述职报告, 并提交给
23 国资委。国资委根据这些报告及公司经营业绩来决定这些管理层成员下一年的工资。彩
24 虹集团的董事和经理人也必须填写关于其社会关系、不动产状况和其他财产和投资状况
25 的表格, 并提交给国资委。
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28. At the beginning of every year, Irico Group was required to send a report to SASAC that included Irico Group's annual plan, budget, investment plan, and plans for restructuring or other major business activities. These plans included reports submitted by Irico Display to Irico Group, which were attached to reports from Irico Electronics after it was created in 2004. SASAC would either approve the report or ask for changes. In reviewing and approving the consolidated report of Irico Group, SASAC was also approving the report and plans of Irico Display and other Irico Group subsidiaries. Irico Group coordinated with SASAC in preparing the report before formal submission.

在每年年初，彩虹集团需要提交给国资委一份报告，报告内容包括彩虹集团的每年发展方案、预算、投资方案和重组或其他重大活动的方案。这些方案包含了由彩虹股份提交给彩虹集团的方案，并且在2004年彩虹电子成立以后包含在彩虹电子的每年报告里。国资委在收到这些报告后，会作出批准或发回修改的指示。在审阅和批准彩虹集团的合并报告时，国资委也同时批准了彩虹股份和彩虹集团其他子公司的报告和方案。彩虹集团在这样的报告正式提交之前，会和国资委做沟通。

29. Irico Group was restricted in transferring its state-owned assets by Chinese law and regulations and required SASAC's approval for any such transfer. Irico Group was required to refer any major asset or property rights transfers to SASAC for approval.

彩虹集团在转让国有资产时受到中国法律法规的限制，并且需要获得国资委的批准。彩虹集团需要把重要资产或者财产权的转让提交国资委批准。

30. Irico Group was responsible for achieving performance targets for maintenance and appreciation of State-owned assets in accordance with government requirements.

根据中国政府的要求，彩虹集团负责实现经营上的目标从而保值和增值国有资产。

1 31. Irico Group was obligated to pay a set portion of its profits back to the
2 government, while the remainder was permitted to be reinvested to increase the value of Irico
3 Group's state-owned assets.

4 彩虹集团有义务把其利润的一部分上缴给政府，剩余的利润可以用于增加
5 彩虹集团持有的国有资产的价值。

6 32. All management of Irico Group and Irico Display were required to be members of
7 the Chinese Communist Party. They were subject to the authority of the Party's central
8 disciplinary committee, which could investigate and charge them for ethical violations or other
9 malfeasance. For potential crimes committed by Irico management, the disciplinary committee
10 of the Chinese Communist Party had authority to refer the violations to local prosecutors in
11 addition to imposing its own penalties.
12

13 彩虹集团和彩虹股份的管理层都必须是中国共产党员。他们要受到党内
14 纪律检查委员会的监督，并且党内纪律检查委员会会对其违反道德的行为和其他不正当
15 行为作出调查和处罚。对彩虹管理人员的刑事犯罪行为，中国共产党纪律检查委员会有
16 权在内部处罚这些行为的同时，把他们报告给地方检察院。
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18 33. Irico officials, including a former General Manager and a Deputy General
19 Manager of Irico Group, and a former General Manager and a Chief Accountant of Irico Display,
20 were disciplined by the committee and removed from the Chinese Communist Party. As part of
21 their penalty, they were disqualified from ever working again in the management of a
22 state-owned enterprise.
23

24 彩虹管理层，包括彩虹集团的一个前总经理和一个前副总经理，和彩虹股
25 份的一个前总经理和一个前总会计师，曾经被中国共产党的纪律检查委员会纪律处分过，
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1 并开除了党籍。作为对他们处罚的一部分，他们被剥夺了在其他国有企业担任管理层的
2 资格。

3 34. Irico Display is a Chinese company with its principal place of business at 1
4 Caihong Rd., Xianyang City, Shaanxi Province, 712021, People's Republic of China.

5 彩虹股份是一家中国公司，它的主要营业地位于中国陕西省咸阳市彩虹路
6 1 号，邮编 712021。

7
8 35. Irico Display was established in 1992 by Irico Group and wholly state-owned
9 entities Shaanxi Electronics Industry Company, Shaanxi ICBC Trust and Investment
10 Corporation and Shaanxi PCBC Trust and Investment Corporation.

11 彩虹股份是在 1992 年由彩虹集团和其他三家国有独资的公司-陕西省电子
12 工业总公司、中国工商银行陕西省信托投资公司 and 中国人民建设银行陕西省信托投资公
13 司联合发起成立的。

14
15 36. As a collaboration founded and held by four wholly state-owned entities and
16 created with the approval of the Shaanxi Provincial Economic System Reform Committee, Irico
17 Display was set up as a wholly state-owned enterprise of the Chinese government.

18 作为一个由陕西省经济体系改革委员会批准，并由 4 家国有独资企业联合
19 发起成立的公司，彩虹股份设立时是一个由中国政府全资拥有的公司。

20
21 37. Irico Group was authorized, along with its fully state-backed investment entity
22 partners, to create Irico Display to increase the controlling power of state-owned assets through
23 leveraging and to meet the requirements for public offering.

24 彩虹集团以及其他国有的投资人被授权成立彩虹股份是为了让国有资产增
25 加控制力，同时满足上市条件。

1 38. Irico Display was tasked with the development and production of color picture
2 displays, parts, and raw materials.

3 彩虹股份肩负着发展和生产彩色显像管，零部件和原材料的任务。

4 39. At the time of filing of the original complaints in this case in November 2007,
5 Irico Display was owned 41.36% by Irico Electronics, which was in turn 75% owned by Irico
6 Group.

7
8 在 2007 年 11 月本案诉状最初提交的时候，彩虹电子持有彩虹股份 41.36%
9 的股份，而彩虹集团持有彩虹电子 75% 的股份。

10 40. Irico Display was classified by SASAC as, and held the status of, a
11 state-controlled company under Chinese law, controlled by Group and supervised by SASAC
12 and other departments of the State Council. Irico Display has held that status since the time of its
13 initial public offering in 1996 and continues to hold that status today.

14
15 彩虹股份被国资委归类为中国法下的国有控股企业，被彩虹集团控制并受
16 国资委和国务院其他部门的监督。彩虹股份从 1996 年上市开始一直至今保持着国有控股
17 企业的身份。

18
19 41. SASAC exercised control over Irico Display through its appointed management
20 at Irico Group.

21 国资委通过其任命的彩虹集团的管理层来控制彩虹股份。

22 42. Irico Display was at all times subject to the day-to-day control of Irico Group, and
23 thus control by the Chinese government, in all its business activities, financial policies, and
24 appointment of management.

25
26 彩虹股份的经营活动、财务政策和管理层的聘任一直受到彩虹集团的日常
27 控制，从而受到中国政府的控制。

1 43. Irico Group was listed as the “actual controller” of Irico Display pursuant to
2 Article 217(3) of the 2006 Chinese Company Law, which defines the term as “a person who is
3 able practically to govern the behavior of a company through investment relations, agreements or
4 other arrangements, although the person is not a shareholder of the company.”

5 根据中国 2006 年公司法第 217（3）条的规定，彩虹集团是彩虹股份的“实
6 际控制人”。在该法条中，“实际控制人”被定义为“虽不是公司的股东，但通过投资关系、
7 协议或者其他安排，能够实际支配公司行为的人”。

9 44. As “actual controller” of Irico Display, Irico Group controlled many day-to-day
10 decisions regarding Irico Display, and appointed the management that made all other decisions
11 for Irico Display.

12 作为彩虹股份的“实际控制人”，彩虹集团控制着彩虹股份日常的决定，任
13 命彩虹股份负责决策的管理层。

15 45. The SASAC-appointed management of Irico Group decided on the appointment
16 and removal of the management of Irico Display. To effect these decisions, Irico Group would
17 issue a formal letter to Irico Electronics and recommend the appointment or removal of Irico
18 Display management. While styled as a “recommendation,” because the directors designated by
19 Irico Group to the Board of Irico Display constituted a majority of the Board of Irico Display,
20 such “recommendations” were followed by Irico Display in all instances.

22 由国资委任命的彩虹集团的管理层决定了彩虹股份管理层的任免。为了作
23 出这样的决定，彩虹集团会向彩虹电子发出一份正式的信函，推荐彩虹股份管理层的任
24 免。尽管名为“推荐”，由于彩虹集团在该公司董事会占有多数席位，故这样的“推荐”都
25 会通过。
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1 46. Irico Group exercised complete control over Irico Display shareholder meetings.
2 Shareholders were required to be present, or to designate a proxy, to vote at these meetings.
3 There was no shareholder meeting at which Irico Group did not control a majority of voting
4 shares of Irico Display.

5 彩虹集团对彩虹股份的股东会有绝对的控制。在开股东会时，股东必须出
6 席，或者委派代表参与投票。历史上没有出现过一次彩虹集团在彩虹股份的股东会上不
7 占投票多数的情况。
8

9 47. Irico Group also selected Irico Display's Board of Directors. Group would
10 propose a slate of directors through Irico Electronics, which Irico Display's shareholders would
11 always put forward for election. Representatives of Irico Group would then appear at the Irico
12 Display shareholder meeting and vote directly for the slate it had proposed.
13

14 彩虹集团还选任彩虹股份的董事会。彩虹集团会通过彩虹电子提出董事的
15 人选，彩虹股份股东会根据这个提议任命董事。彩虹集团的代表会出现在彩虹股份的股
16 东会上，并且直接把投票投给它提议的董事人选。
17

18 48. Before the end of every year, Irico Display was required to submit financial,
19 operational, and investment reports for the next year to Irico Group for approval. Based on such
20 reports, Irico Group set up operational goals of Irico Display for the next year, signed
21 undertaking letters with the General Manager of Irico Display, and evaluated the performance of
22 Irico Display's top management.

23 在每年底以前，彩虹股份必须把它下一年的财务、经营和投资报告提交给
24 彩虹集团批准。据此彩虹集团下达该公司来年的经营指标，并与其 CEO 签定责任书，对
25 该公司高管进行考核。
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1 49. The management of Irico Display was required to prepare performance reports
2 and send them to Irico Group for review and approval, which included forms on personal assets
3 requiring the same information that Irico Group submitted directly to SASAC. The
4 compensation of Irico Display's management was determined based on these reports.

5 彩虹股份的管理层必须准备述职报告并提交给彩虹集团审阅和批准。这些
6 报告中包括关于个人财产的表格，这和彩虹集团直接提交给国资委的信息是相同的。彩
7 虹股份管理层的工资也是根据这些报告来决定的。

9 50. Major production changes by Irico Display, such as new assembly lines and
10 equipment, required direct approval by Irico Group.

11 彩虹股份的主要生产变化，比如建立新的生产线和购买新设备，需要彩虹
12 集团直接批准。

14 51. Irico Display required and received approval from the Shaanxi Province
15 state-owned asset supervision authorities for its initial public offering.

16 彩虹股份的上市必须并且也取得了陕西省国有资产监督管理机构的批准。

18 52. Irico Display was required to get approval from Irico Group for any transfer of
19 state-owned assets.

20 彩虹股份在转让国有资产时必须取得彩虹集团的批准。

21 53. Irico Group audited the financials of Irico Display every year, hiring an
22 accounting firm for this purpose. The National Audit Office, a department of the State Council,
23 also conducted audits of Irico Display as part of its authority over state-owned enterprises.
24 Private enterprises were not subject to such audits.
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1 彩虹集团每年会聘用会计师事务所来审计彩虹股份的财务。国家审计署，
2 国务院的一个部门，作为行使其监督国有资产职权的一部分，也会对彩虹股份做审计。
3 私有企业不会面临这样的审计。

4 54. In addition to all of its initial funding received from the Chinese government and
5 wholly state-owned entities at the time of its formation, Irico Display also received significant
6 financial support from SASAC and the Ministry of Finance, including periodic government
7 appropriations allocated by SASAC through Irico Group for use by Irico Display for specific
8 projects.
9

10 除了在最初成立的时候从国家和国有企业获得的资金支持以外，彩虹股份
11 也从国资委和财政部获得了大量的财政支持，这些拨款是国资委通过彩虹集团而划拨给
12 彩虹股份的，用于彩虹股份一些特定的项目。

13 14 55. In 2007, for example, Irico Display received an allocation of over RMB 100
15 million in government funds for its thin-film-transistor liquid-crystal display glass substrate
16 project.
17

18 举个例子，在 2007 年彩虹股份从政府收到了 1 亿人民币的拨款，用于支持
19 LCD 超薄玻璃面板的项目。

20 56. Irico Display has historically carried a very large amount of debt, including in
21 2007. Irico Display borrowed significant funds directly from Irico Group, and Irico Group also
22 served as guarantor in every instance in which Display borrowed money from any other source.
23

24 彩虹股份历史上背负了大量的债务，包括在 2007 年。彩虹股份从彩虹集团
25 借了大量的资金，而且彩虹集团也是彩虹股份从其他途径借款的担保人。
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1 57. Irico Display's financial results were consolidated into Irigo Group's financial
2 statements and formed part of the basis for Irigo Group's mandatory after-tax payments to
3 SASAC and the Chinese Ministry of Finance.

4 彩虹股份的财务表现也合并在彩虹集团的财务报表中，并且构成了彩虹集
5 团向国资委和财政部提交税后利润的一部分。

6 58. The remainder of Irigo Display's profits were reinvested in its business operations
7 in order to increase the value of Irigo Display's State-owned assets.

8 彩虹股份剩余的利润用于其业务发展以提高其所持有的国有资产的价值。

9 59. Irico Display's management was subject to the Chinese government's mandates
10 for the integrity of state officials, relevant government anti-corruption provisions, and
11 supervision by the Commission for Discipline Inspection of the Chinese Communist Party
12 Central Committee. This included significant government regulation and oversight over their
13 personal lives—for example, disciplinary sanctions by the Commission for engaging in
14 extramarital affairs—that did not apply to leaders of private corporations.

15 彩虹股份的管理层受中国政府关于公务员的道德的要求，相关政府反腐败
16 的规定，并受中共中央纪律检查委员会的监督。这包括对其个人生活进行规范的政府法
17 规和监督措施，比如，对婚外不正当关系的道德处罚。这些规定对私有企业的管理层都
18 是不适用的。

19 60. The public services provided by Irigo Group as required by the Chinese
20 government, including a school system, police department, hospital, and senior living center,
21 were set up around Irigo Display's operations in Xianyang, Shaanxi Province, and were provided
22 for the employees of Irigo Display.

1 由彩虹集团提供的中国政府要求的学校、警察局、医院和养老院等公共服
2 务设置在彩虹股份位于陕西省咸阳市的经营场所的附近，并且也一直向彩虹股份的员工
3 提供这些服务。

4
5 I declare under penalty of perjury under the laws of the United States of America that the
6 foregoing is true and correct.

7 本人证明，以上内容是真实和正确的，如有不实依照美国法律甘受伪证罪处罚。

8 Executed this 18th day of July, 2018, in Xianyang City, Shaanxi Province, People's
9 Republic of China.

10 于 2018 年 7 月 18 日在中华人民共和国陕西省咸阳市签署。

11
12 

13
14 Mr. Mengquan Guo
15 郭盟权